

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:) Case No. 17-42257
)
PAYLESS HOLDINGS LLC, *et al.*,¹) CHAPTER 11
)
Debtors.) (Joint Administration Requested)

VERIFIED MOTION FOR ADMISSION PRO HAC VICE

Pursuant to L.R. 2090(B)(1) of the United States Bankruptcy Court for the Eastern District of Missouri, and Rule 12.01(F) of the local rules of the United States District Court for the Eastern District of Missouri, I, Adam C. Harris move to be admitted pro hac vice to the bar of this Court for the purpose of representing TPG Specialty Lending, Inc. in the instant matter. In support of this motion, I submit the following information as required by Rule 12.01(F):

- a. *Full name of the movant-attorney;*
Adam Craig Harris
- b. *Address and telephone number of the movant-attorney;*
**919 Third Avenue
New York, New York 10022
(212) 756-2253**
- c. *Name of the firm or letterhead under which the movant practices;*
Schulte Roth & Zabel LLP
- d. *Name of the law school(s) movant attended and the date(s) of graduation therefrom;*
Georgetown University Law Center (JD 1986)

¹ The Debtors (as defined herein) in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Payless Holdings LLC [5704]; Payless Intermediate Holdings LLC [N/A]; WBG - PSS Holdings LLC [N/A]; Payless Inc. [3160]; Payless Finance, Inc. [2101]; Collective Brands Services, Inc. [7266]; PSS Delaware Company 4, Inc. [1466]; Shoe Sourcing, Inc. [4075]; Payless ShoeSource, Inc. [4097]; Eastborough, Inc. [2803]; Payless Purchasing Services, Inc. [3043]; Payless ShoeSource Merchandising, Inc. [0946]; Payless Gold Value CO, Inc. [3581]; Payless ShoeSource Distribution, Inc. [0944]; Payless ShoeSource Worldwide, Inc. [6884]; Payless NYC, Inc. [4126]; Payless ShoeSource of Puerto Rico, Inc. [9017]; Payless Collective GP, LLC [N/A]; Collective Licensing, LP [1256]; Collective Licensing International LLC [5451]; Clinch, LLC [9836]; Collective Brands Franchising Services, LLC [3636]; Payless International Franchising, LLC [6448]; Collective Brands Logistics, Limited [6466]; Dynamic Assets Limited [1978]; PSS Canada, Inc. [4969]; Payless ShoeSource Canada Inc. [4180]; Payless ShoeSource Canada GP Inc. [4182] and Payless ShoeSource Canada LP [4179]. The location of Debtor Payless Holdings LLC's corporate headquarters and the Debtors' service address is: c/o Payless ShoeSource Inc. 3231 SE 6th Avenue Topeka, KS 66607 United States.

- e. *State and federal bars of which the movant is a member, with dates of admission and registration numbers, if any;*
State of New York – (1987)
U.S. District Courts for the Southern and Eastern Districts of New York – (1987)
- f. *Statement that movant is a member in good standing of all bars of which movant is a member and that movant is not under suspension or disbarment from any bar;*
Movant is a member in good standing to practice before the courts to which he has been admitted and has not been disciplined by any court or administrative and there are no pending disciplinary proceedings.
- g. *Statement that movant does not reside in the Eastern District of Missouri, is not regularly employed in this District, and is not regularly engaged in the practice of law in this District.*
Movant does not reside in the Eastern District of Missouri, is not regularly employed in this District, and is not regularly engaged in the practice of law in this District.

Movant has associated with Thompson Coburn LLP as local counsel in this matter.

Movant attests under penalty of perjury to the truth and accuracy of the foregoing facts, and respectfully requests that this motion be granted and that movant be admitted pro hac vice to the bar of this Court and be allowed to appear in the instant matter.

Dated: April 4, 2017

/s/Adam C. Harris
Adam C. Harris, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
Telephone: 212-756-2253
Email: adam.harris@srz.com

Attorney for TPG Specialty Lending, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on April 4, 2017, I caused a copy of the foregoing to be served by electronic mail upon all parties receiving notice through the Court's CM/ECF Noticing System.

/s/ Adam C. Harris

Name Adam C. Harris